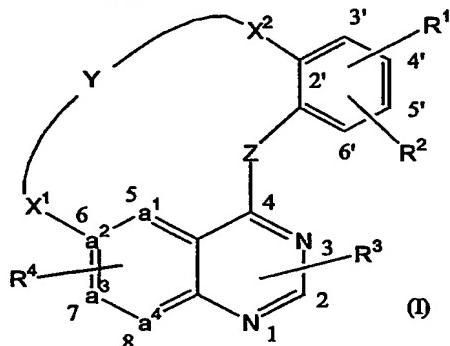


Claims

## 1. A compound having the formula



5 the *N*-oxide forms, the pharmaceutically acceptable addition salts and the stereochemically isomeric forms thereof, wherein

$a^1-a^2=a^3-a^4$  represents a divalent radical selected from  $\text{N}-\text{CH}=\text{CH}-\text{CH}$ ,  $\text{N}-\text{CH}=\text{N}-\text{CH}$  or  $\text{CH}-\text{CH}=\text{N}-\text{CH}$ ;

10 Z represents O, NH or S;

Y represents  $-\text{C}_{3-9}\text{alkyl}$ ,  $-\text{C}_{3-9}\text{alkenyl}$ ,  $-\text{C}_{1-5}\text{alkyl-oxy-C}_{1-5}\text{alkyl}$ ,

$-\text{C}_{1-5}\text{alkyl-NR}^{13}-\text{C}_{1-5}\text{alkyl}$ ,  $-\text{C}_{1-5}\text{alkyl-NR}^{14}-\text{CO-C}_{1-5}\text{alkyl}$ ,

$-\text{C}_{1-5}\text{alkyl-CO-NR}^{15}-\text{C}_{1-5}\text{alkyl}$ ,  $-\text{C}_{1-6}\text{alkyl-CO-NH}$ ,

$-\text{C}_{1-6}\text{alkyl-NH-CO}$ ,  $-\text{CO-NH-C}_{1-6}\text{alkyl}$ ,  $-\text{NH-CO-C}_{1-6}\text{alkyl}$ ,  $-\text{CO-C}_{1-7}\text{alkyl}$ ,

$-\text{C}_{1-7}\text{alkyl-CO}$ ,  $\text{C}_{1-6}\text{alkyl-CO-C}_{1-6}\text{alkyl}$ ;

$X^1$  represents a direct bond, O,  $-\text{O-C}_{1-2}\text{alkyl}$ , CO,  $-\text{CO-C}_{1-2}\text{alkyl}$ ,  $\text{NR}^{11}$ ,

$-\text{NR}^{11}-\text{C}_{1-2}\text{alkyl}$ ,  $\text{NR}^{16}-\text{CO}$ ,  $\text{NR}^{16}-\text{CO-C}_{1-2}\text{alkyl}$ ,  $-\text{O-N=CH-}$  or  $\text{C}_{1-2}\text{alkyl}$ ;

$X^2$  represents a direct bond, O,  $-\text{O-C}_{1-2}\text{alkyl}$ , CO,  $-\text{CO-C}_{1-2}\text{alkyl}$ ,  $\text{NR}^{12}$ ,

$\text{NR}^{12}-\text{C}_{1-2}\text{alkyl}$ ,  $\text{NR}^{17}-\text{CO}$ ,  $\text{NR}^{17}-\text{CO-C}_{1-2}\text{alkyl}$ ,  $\text{Het}^{20}-\text{C}_{1-2}\text{alkyl}$ ,  $-\text{O-N=CH-}$  or

20  $\text{C}_{1-2}\text{alkyl}$ ;

$R^1$  represents hydrogen, cyano, halo, hydroxy, formyl,  $\text{C}_{1-6}\text{alkoxy}$ ,  $\text{C}_{1-6}\text{alkyl}$ ,

$\text{C}_{1-6}\text{alkoxy}$  substituted with halo,

$\text{C}_{1-4}\text{alkyl}$  substituted with one or where possible two or more substituents selected from hydroxy or halo;

25  $R^2$  represents hydrogen, cyano, halo, hydroxy, hydroxycarbonyl,  $\text{Het}^{16}$ -carbonyl,

$\text{C}_{1-4}\text{alkyloxycarbonyl}$ ,  $\text{C}_{1-4}\text{alkylcarbonyl}$ , aminocarbonyl, mono- or

di( $\text{C}_{1-4}\text{alkyl}$ )aminocarbonyl,  $\text{Het}^1$ , formyl,  $\text{C}_{1-4}\text{alkyl}$ ,  $\text{C}_{2-6}\text{alkynyl}$ ,  $\text{C}_{3-6}\text{cycloalkyl}$ ,

$\text{C}_{3-6}\text{cycloalkyloxy}$ ,  $\text{C}_{1-6}\text{alkoxy}$ ,  $\text{Ar}^5$ ,  $\text{Ar}^1$ -oxy-, dihydroxyborane,

$\text{C}_{1-6}\text{alkoxy}$  substituted with halo,

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$C_{1-4}alkyl$  substituted with one or where possible two or more substituents selected from halo, hydroxy or  $NR^5R^6$ ,

$C_{1-4}alkylcarbonyl$ - wherein said  $C_{1-4}alkyl$  is optionally substituted with one or where possible two or more substituents selected from hydroxy or  $C_{1-4}alkyl$ -oxy-;

- 5       $R^3$  represents hydrogen,  $C_{1-4}alkyl$ , cyano or  $C_{1-4}alkyl$  substituted with one or more substituents selected from halo,  $C_{1-4}alkyloxy$ -, amino-, mono- or di( $C_{1-4}alkyl$ )amino-,  $C_{1-4}alkyl$ -sulfonyl- or phenyl;
- 10      $R^4$  represents hydrogen, hydroxy,  $Ar^3$ -oxy,  $Ar^4$ - $C_{1-4}alkyloxy$ -,  $C_{1-4}alkyloxy$ -,  $C_{2-4}alkenyloxy$ - optionally substituted with  $Het^{12}$  or  $R^4$  represents  $C_{1-4}alkyloxy$  substituted with one or where possible two or more substituents selected from  $C_{1-4}alkyloxy$ -, hydroxy, halo,  $Het^2$ -, - $NR^7R^8$ , -carbonyl-  $NR^9R^{10}$  or  $Het^3$ -carbonyl-;
- 15      $R^5$  and  $R^6$  are each independently selected from hydrogen or  $C_{1-4}alkyl$ ;
- 20      $R^7$  and  $R^8$  are each independently selected from hydrogen,  $C_{1-4}alkyl$ ,  $Het^8$ , aminosulfonyl-, mono- or di ( $C_{1-4}alkyl$ )-aminosulfonyl, hydroxy- $C_{1-4}alkyl$ -,  $C_{1-4}alkyl$ -oxy- $C_{1-4}alkyl$ -, hydroxycarbonyl- $C_{1-4}alkyl$ -,  $C_{3-6}cycloalkyl$ ,  $Het^9$ - carbonyl- $C_{1-4}alkyl$ -,  $Het^{10}$ -carbonyl-, polyhydroxy- $C_{1-4}alkyl$ -,  $Het^{11}$ - $C_{1-4}alkyl$ - or  $Ar^2$ - $C_{1-4}alkyl$ ;
- 25      $R^9$  and  $R^{10}$  are each independently selected from hydrogen,  $C_{1-4}alkyl$ ,  $C_{3-6}cycloalkyl$ ,  $Het^4$ , hydroxy- $C_{1-4}alkyl$ -,  $C_{1-4}alkyloxyC_{1-4}alkyl$ - or polyhydroxy- $C_{1-4}alkyl$ -;
- 30      $R^{11}$  represents hydrogen,  $C_{1-4}alkyl$ ,  $Het^5$ ,  $Het^6$ - $C_{1-4}alkyl$ -,  $C_{2-4}alkenylcarbonyl$ - optionally substituted with  $Het^7$ - $C_{1-4}alkylaminocarbonyl$ -,  $C_{2-4}alkenylsulfonyl$ -,  $C_{1-4}alkyloxyC_{1-4}alkyl$ - or phenyl optionally substituted with one or where possible two or more substituents selected from hydrogen, hydroxy, amino or  $C_{1-4}alkyloxy$ -;
- 35      $R^{12}$  represents hydrogen,  $C_{1-4}alkyl$ ,  $C_{1-4}alkyl$ -oxy-carbonyl-,  $Het^{17}$ ,  $Het^{18}$ - $C_{1-4}alkyl$ -,  $C_{2-4}alkenylcarbonyl$ - optionally substituted with  $Het^{19}$ - $C_{1-4}alkylaminocarbonyl$ -,  $C_{2-4}alkenylsulfonyl$ -,  $C_{1-4}alkyloxyC_{1-4}alkyl$ - or phenyl optionally substituted with one or where possible two or more substituents selected from hydrogen, hydroxy, amino or  $C_{1-4}alkyloxy$ -;
- 40      $R^{13}$  represents hydrogen,  $C_{1-4}alkyl$ ,  $Het^{13}$ ,  $Het^{14}$ - $C_{1-4}alkyl$ - or phenyl optionally substituted with one or where possible two or more substituents selected from hydrogen, hydroxy, amino or  $C_{1-4}alkyloxy$ -;
- 45      $R^{14}$  and  $R^{15}$  are each independently selected from hydrogen,  $C_{1-4}alkyl$ ,  $Het^{15}$ - $C_{1-4}alkyl$ - or  $C_{1-4}alkyloxyC_{1-4}alkyl$ -;
- 50      $R^{16}$  and  $R^{17}$  are each independently selected from hydrogen,  $C_{1-4}alkyl$ ,  $Het^{21}$ - $C_{1-4}alkyl$ - or  $C_{1-4}alkyloxyC_{1-4}alkyl$ -;

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Het<sup>1</sup> represents a heterocycle selected from piperidinyl, morpholinyl, piperazinyl, furanyl, pyrazolyl, dioxolanyl, thiazolyl, oxazolyl, imidazolyl, isoxazolyl, oxadiazolyl, pyridinyl or pyrrolidinyl wherein said Het<sup>1</sup> is optionally substituted with one or where possible two or more substituents selected from amino,

5 C<sub>1-4</sub>alkyl, hydroxy-C<sub>1-4</sub>alkyl-, phenyl, phenyl-C<sub>1-4</sub>alkyl-,

C<sub>1-4</sub>alkyl-oxy-C<sub>1-4</sub>alkyl- mono- or di(C<sub>1-4</sub>alkyl)amino- or amino-carbonyl-;

Het<sup>2</sup> represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl, pyrrolidinyl, thiomorpholinyl or dithianyl wherein said Het<sup>2</sup> is optionally substituted with one or where possible two or more substituents selected from hydroxy, halo, amino, C<sub>1-4</sub>alkyl-, hydroxy-C<sub>1-4</sub>alkyl-, C<sub>1-4</sub>alkyl-oxy-C<sub>1-4</sub>alkyl-, hydroxy-C<sub>1-4</sub>alkyl-oxy-C<sub>1-4</sub>alkyl-, mono- or di(C<sub>1-4</sub>alkyl)amino-, mono- or di(C<sub>1-4</sub>alkyl)amino-C<sub>1-4</sub>alkyl-, aminoC<sub>1-4</sub>alkyl-, mono- or di(C<sub>1-4</sub>alkyl)amino-sulfonyl-, aminosulfonyl-, aminosulfonyl-;

Het<sup>3</sup>, Het<sup>4</sup> and Het<sup>8</sup> each independently represent a heterocycle selected from

15 morpholinyl, piperazinyl, piperidinyl, furanyl, pyrazolyl, dioxolanyl, thiazolyl, oxazolyl, imidazolyl, isoxazolyl, oxadiazolyl, pyridinyl or pyrrolidinyl wherein said Het<sup>3</sup>, Het<sup>4</sup> or Het<sup>8</sup> is optionally substituted with one or where possible two or more substituents selected from hydroxy-, amino-, C<sub>1-4</sub>alkyl-, C<sub>3-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl-, aminosulfonyl-, mono- or di(C<sub>1-4</sub>alkyl)aminosulfonyl or

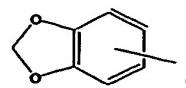
20 amino-C<sub>1-4</sub>alkyl-;

Het<sup>5</sup> represent a heterocycle selected from pyrrolidinyl or piperidinyl wherein said heterocycle is optionally substituted with one or where possible two or more substituents selected from C<sub>1-4</sub>alkyl, C<sub>3-6</sub>cycloalkyl, hydroxy-C<sub>1-4</sub>alkyl-, C<sub>1-4</sub>alkyloxyC<sub>1-4</sub>alkyl or polyhydroxy-C<sub>1-4</sub>alkyl-;

25 Het<sup>6</sup> and Het<sup>7</sup> each independently represent a heterocycle selected from morpholinyl, pyrrolidinyl, piperazinyl or piperidinyl wherein said Het<sup>6</sup> and Het<sup>7</sup> are optionally substituted with one or where possible two or more substituents selected from C<sub>1-4</sub>alkyl, C<sub>3-6</sub>cycloalkyl, hydroxy-C<sub>1-4</sub>alkyl-, C<sub>1-4</sub>alkyloxyC<sub>1-4</sub>alkyl or polyhydroxy-C<sub>1-4</sub>alkyl-;

30 Het<sup>9</sup> and Het<sup>10</sup> each independently represent a heterocycle selected from furanyl, piperidinyl, morpholinyl, piperazinyl, pyrazolyl, dioxolanyl, thiazolyl, oxazolyl, imidazolyl, isoxazolyl, oxadiazolyl, pyridinyl or pyrrolidinyl wherein said Het<sup>9</sup> or Het<sup>10</sup> is optionally substituted C<sub>1-4</sub>alkyl, C<sub>3-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl- or amino-C<sub>1-4</sub>alkyl-;

35 Het<sup>11</sup> represents a heterocycle selected from indolyl or ;



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- Het<sup>12</sup> represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl, pyrrolidinyl, thiomorpholinyl or dithianyl wherein said Het<sup>12</sup> is optionally substituted with one or where possible two or more substituents selected from hydroxy, halo, amino, C<sub>1-4</sub>alkyl-, hydroxy-C<sub>1-4</sub>alkyl-, C<sub>1-4</sub>alkyl-oxy-C<sub>1-4</sub>alkyl-, hydroxy-C<sub>1-4</sub>alkyl-oxy-C<sub>1-4</sub>alkyl-, mono- or di(C<sub>1-4</sub>alkyl)amino- or mono- or di(C<sub>1-4</sub>alkyl)amino-C<sub>1-4</sub>alkyl-;
- 5 Het<sup>13</sup> represent a heterocycle selected from pyrrolidinyl or piperidinyl wherein said heterocycle is optionally substituted with one or where possible two or more substituents selected from C<sub>1-4</sub>alkyl, C<sub>3-6</sub>cycloalkyl, hydroxy-C<sub>1-4</sub>alkyl-, C<sub>1-4</sub>alkyloxyC<sub>1-4</sub>alkyl or polyhydroxy-C<sub>1-4</sub>alkyl-;
- 10 Het<sup>14</sup> represent a heterocycle selected from morpholinyl, pyrrolidinyl, piperazinyl or piperidinyl wherein said heterocycle is optionally substituted with one or where possible two or more substituents selected from C<sub>1-4</sub>alkyl, C<sub>3-6</sub>cycloalkyl, hydroxy-C<sub>1-4</sub>alkyl-, C<sub>1-4</sub>alkyloxyC<sub>1-4</sub>alkyl or polyhydroxy-C<sub>1-4</sub>alkyl-;
- 15 Het<sup>15</sup> and Het<sup>21</sup> each independently represent a heterocycle selected from morpholinyl, pyrrolidinyl, piperazinyl or piperidinyl wherein said Het<sup>15</sup> or Het<sup>21</sup> are optionally substituted with one or where possible two or more substituents selected from C<sub>1-4</sub>alkyl, C<sub>3-6</sub>cycloalkyl, hydroxy-C<sub>1-4</sub>alkyl-, C<sub>1-4</sub>alkyloxyC<sub>1-4</sub>alkyl or polyhydroxy-C<sub>1-4</sub>alkyl-;
- 20 Het<sup>16</sup> represent a heterocycle selected from morpholinyl, pyrrolidinyl, piperazinyl, 1,3,2-dioxaborolane or piperidinyl wherein said heterocycle is optionally substituted with one or more substituents selected from C<sub>1-4</sub>alkyl;
- Het<sup>17</sup> represent a heterocycle selected from pyrrolidinyl or piperidinyl wherein said heterocycle is optionally substituted with one or where possible two or more substituents selected from C<sub>1-4</sub>alkyl, C<sub>3-6</sub>cycloalkyl, hydroxy-C<sub>1-4</sub>alkyl-, C<sub>1-4</sub>alkyloxyC<sub>1-4</sub>alkyl or polyhydroxy-C<sub>1-4</sub>alkyl-;
- 25 Het<sup>18</sup> and Het<sup>19</sup> each independently represent a heterocycle selected from morpholinyl, pyrrolidinyl, piperazinyl or piperidinyl wherein said Het<sup>18</sup> and Het<sup>19</sup> are optionally substituted with one or where possible two or more substituents selected from C<sub>1-4</sub>alkyl, C<sub>3-6</sub>cycloalkyl, hydroxy-C<sub>1-4</sub>alkyl-, C<sub>1-4</sub>alkyloxyC<sub>1-4</sub>alkyl or polyhydroxy-C<sub>1-4</sub>alkyl-;
- 30 Het<sup>20</sup> represents a heterocycle selected from pyrrolidinyl, 2-pyrrolidinyl, piperidinyl, piperazinyl or pyrazolidinyl wherein said heterocycle is optionally substituted with one or where possible two or more substituents selected from C<sub>1-4</sub>alkyl, C<sub>3-6</sub>cycloalkyl, hydroxy-C<sub>1-4</sub>alkyl-, C<sub>1-4</sub>alkyloxyC<sub>1-4</sub>alkyl or polyhydroxy-C<sub>1-4</sub>alkyl-; and

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$\text{Ar}^1, \text{Ar}^2, \text{Ar}^3, \text{Ar}^4$  and  $\text{Ar}^5$  each independently represent phenyl optionally substituted with cyano,  $\text{C}_{1-4}$ alkylsulfonyl-,  $\text{C}_{1-4}$ alkylsulfonylamino-, aminosulfonylamino-, hydroxy- $\text{C}_{1-4}$ alkyl, aminosulfonyl-, hydroxy-,  $\text{C}_{1-4}$ alkyloxy- or  $\text{C}_{1-4}$ alkyl.

5 2. A compound according to claim 1 wherein;

$Z$  represents NH;

$Y$  represents  $-\text{C}_{3-9}\text{alkyl}-, -\text{C}_{2-9}\text{alkenyl}-, -\text{C}_{1-5}\text{alkyl-oxy-C}_{1-5}\text{alkyl}-,$   
 $-\text{C}_{1-5}\text{alkyl-NR}^{13}-\text{C}_{1-5}\text{alkyl}-, -\text{C}_{1-5}\text{alkyl-NR}^{14}-\text{CO-C}_{1-5}\text{alkyl}-, -\text{C}_{1-6}\text{alkyl-NH-CO-}, -$   
 $\text{CO-C}_{1-7}\text{alkyl}-, -\text{C}_{1-7}\text{alkyl-CO-}$  or  $\text{C}_{1-6}\text{alkyl-CO-C}_{1-6}\text{alkyl};$

10  $X^1$  represents O,  $-\text{O-C}_{1-2}\text{alkyl}-, -\text{O-N=CH-}, \text{NR}^{11}$  or  $-\text{NR}^{11}-\text{C}_{1-2}\text{alkyl}-$ ; in a particular embodiment  $X^1$  represents a direct bond,  $\text{C}_{1-2}\text{alkyl}-, -\text{O-C}_{1-2}\text{alkyl}-, \text{NR}^{11}-, -\text{O-}$  or  
 $-\text{O-CH}_2-;$

$X^2$  represents a direct bond, O,  $-\text{O-C}_{1-2}\text{alkyl}-, -\text{O-N=CH-}, \text{NR}^{17}-\text{CO-},$   
 $\text{NR}^{17}-\text{CO-C}_{1-2}\text{alkyl}-, \text{C}_{1-2}\text{alkyl}, \text{Het}^{20}-\text{C}_{1-2}\text{alkyl}-, \text{NR}^{12}$  or  $\text{NR}^{12}-\text{C}_{1-2}\text{alkyl}-$ ; in a particular embodiment  $X^2$  represents a direct bond,  $\text{C}_{1-2}\text{alkyl}-, -\text{O-C}_{1-2}\text{alkyl},$   
 $\text{NR}^{17}-\text{CO-}, \text{NR}^{17}-\text{CO-C}_{1-2}\text{alkyl}-, \text{Het}^{20}-\text{C}_{1-2}\text{alkyl}-, -\text{O-}$  or  $-\text{O-CH}_2-;$

$R^1$  represents hydrogen, cyano, halo or hydroxy, preferably halo;

$R^2$  represents hydrogen, cyano, halo, hydroxy, hydroxycarbonyl-,  
 $\text{C}_{1-4}\text{alkyloxycarbonyl-}, \text{Het}^{16}-\text{carbonyl-}, \text{C}_{1-4}\text{alkyl-}, \text{C}_{2-6}\text{alkynyl-}, \text{Ar}^5$  or  $\text{Het}^1$ ;

20 in a further embodiment  $R^2$  represents hydrogen, cyano, halo, hydroxy,  
or  $\text{Ar}^5$ ; in a more particular embodiment  $R^2$  represents hydrogen or halo;

$R^3$  represents hydrogen;

$R^4$  represents hydrogen, hydroxy,  $\text{C}_{1-4}\text{alkyloxy-}$ ,  $\text{Ar}^4-\text{C}_{1-4}\text{alkyloxy}$  or  $R^4$  represents  
 $\text{C}_{1-4}\text{alkyloxy}$  substituted with one or where possible two or more substituents  
selected from

$\text{C}_{1-4}\text{alkyloxy-}$  or  $\text{Het}^2-;$

$R^{11}$  represents hydrogen,  $\text{C}_{1-4}\text{alkyl-}$  or  $\text{C}_{1-4}\text{alkyl-oxy-carbonyl-};$

$R^{12}$  represents hydrogen,  $\text{C}_{1-4}\text{alkyl-}$  or  $\text{C}_{1-4}\text{alkyl-oxy-carbonyl-};$

$R^{13}$  represents hydrogen or  $\text{Het}^{14}-\text{C}_{1-4}\text{alkyl}$ , in particular morpholinyl- $\text{C}_{1-4}\text{alkyl};$

30  $R^{14}$  represents hydrogen or  $\text{C}_{1-4}\text{alkyl};$

$R^{17}$  represents hydrogen,  $\text{C}_{1-4}\text{alkyl-}$ ,  $\text{Het}^{21}-\text{C}_{1-4}\text{alkyl}$  or  $\text{C}_{1-4}\text{alkyl-oxy-C}_{1-4}\text{alkyl}$ ; in particular  $R^{17}$  represents hydrogen or  $\text{C}_{1-4}\text{alkyl};$

$\text{Het}^1$  represents thiazolyl optionally substituted with amino,  $\text{C}_{1-4}\text{alkyl}$ , hydroxy- $\text{C}_{1-4}\text{alkyl-}$ , phenyl, phenyl- $\text{C}_{1-4}\text{alkyl-}$ ,  $\text{C}_{1-4}\text{alkyl-oxy-C}_{1-4}\text{alkyl-}$ , mono- or di( $\text{C}_{1-4}\text{alkyl})\text{amino-}$  or  $\text{amino-carbonyl-};$

35

Het<sup>2</sup> represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl or pyrrolidinyl wherein said Het<sup>2</sup> is optionally substituted with one or where possible two or more substituents selected from hydroxy, amino or C<sub>1-4</sub>alkyl-;

In a further embodiment Het<sup>2</sup> represents a heterocycle selected from morpholinyl or piperidinyl optionally substituted with C<sub>1-4</sub>alkyl-, preferably methyl;

5 Het<sup>14</sup> represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl or pyrrolidinyl wherein said Het<sup>14</sup> is optionally substituted with one or where possible two or more substituents selected from hydroxy, amino or C<sub>1-4</sub>alkyl-;

Het<sup>16</sup> represents a heterocycle selected from piperidinyl, morpholinyl or pyrrolidinyl;

10 Het<sup>20</sup> represents a heterocycle selected from pyrrolidinyl, 2-pyrrolidinyl or piperidinyl; Het<sup>21</sup> represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl or pyrrolidinyl wherein said Het<sup>21</sup> is optionally substituted with one or where possible two or more substituents selected from hydroxy, amino or C<sub>1-4</sub>alkyl-;

15 Ar<sup>4</sup> represents phenyl optionally substituted with cyano, hydroxy-, C<sub>1-4</sub>alkyloxy or C<sub>1-4</sub>alkyl;

Ar<sup>5</sup> represents phenyl optionally substituted with cyano, hydroxy, C<sub>1-4</sub>alkyloxy or C<sub>1-4</sub>alkyl.

3. A compound according to claim 1 wherein;

20 Z represents NH;

Y represents -C<sub>3-9</sub>alkyl-, -C<sub>1-5</sub>alkyl-NR<sup>13</sup>-C<sub>1-5</sub>alkyl-, -C<sub>1-5</sub>alkyl-NR<sup>14</sup>-CO-C<sub>1-5</sub>alkyl-, -C<sub>1-6</sub>alkyl-NH-CO- or -CO-NH-C<sub>1-6</sub>alkyl-;

X<sup>1</sup> represents -O-, -NR<sup>11</sup>-, -NR<sup>16</sup>-CO-, or -NR<sup>16</sup>-CO-C<sub>1-2</sub>alkyl-;

25 X<sup>2</sup> represents a direct bond, -C<sub>1-2</sub>alkyl-, -O-C<sub>1-2</sub>alkyl, -O-, -O-CH<sub>2</sub>- or Het<sup>20</sup>-C<sub>1-2</sub>alkyl-;

R<sup>1</sup> represents hydrogen or halo;

R<sup>2</sup> represents hydrogen, cyano, halo, hydroxycarbonyl-, C<sub>1-4</sub>alkyloxycarbonyl-, Het<sup>16</sup>-carbonyl- or Ar<sup>5</sup>; in particular R<sup>2</sup> represents hydrogen or halo;

R<sup>3</sup> represents hydrogen;

30 R<sup>4</sup> represents hydrogen, hydroxy, C<sub>1-4</sub>alkyloxy-, Ar<sup>4</sup>-C<sub>1-4</sub>alkyloxy or R<sup>4</sup> represents C<sub>1-4</sub>alkyloxy substituted with one or where possible two or more substituents selected from

C<sub>1-4</sub>alkyloxy- or Het<sup>2</sup>-;

R<sup>11</sup> represents hydrogen;

35 R<sup>12</sup> represents hydrogen, C<sub>1-4</sub>alkyl- or C<sub>1-4</sub>alkyl-oxy-carbonyl-;

R<sup>13</sup> represents hydrogen or Het<sup>14</sup>-C<sub>1-4</sub>alkyl, in particular hydrogen or morpholinyl-C<sub>1-4</sub>alkyl;

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Het<sup>2</sup> represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl or pyrrolidinyl wherein said Het<sup>2</sup> is optionally substituted with one or where possible two or more substituents selected from hydroxy, amino or C<sub>1-4</sub>alkyl-;

In a further embodiment Het<sup>2</sup> represents a heterocycle selected from morpholinyl or piperidinyl optionally substituted with C<sub>1-4</sub>alkyl-, preferably methyl;

Het<sup>14</sup> represents morpholinyl;

Het<sup>16</sup> represents a heterocycle selected from morpholinyl or pyrrolidinyl;

Het<sup>20</sup> represents pyrrolidinyl or piperidinyl;

Ar<sup>4</sup> represents phenyl;

Ar<sup>5</sup> represents phenyl optionally substituted with cyano.

4. A compound according to claim 1 or 2 wherein the R<sup>1</sup> substituent is at position 4', the R<sup>2</sup> substituent is at position 5', the R<sup>3</sup> substituent is at position 3 and the R<sup>4</sup> substituent at position 7 of the structure of formula (I).

15

5. A compound according to any one of claims 1 to 4 wherein a<sup>1</sup>-a<sup>2</sup>=a<sup>3</sup>-a<sup>4</sup> represents N-CH=CH-CH.

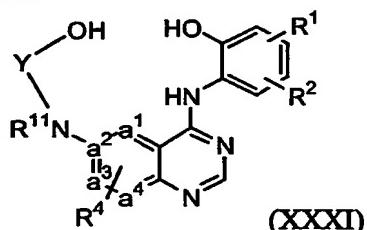
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6. A compound according to any one of claims 1 to 4 wherein a<sup>1</sup>-a<sup>2</sup>=a<sup>3</sup>-a<sup>4</sup> represents N-CH=N-CH.

7. A compound according to any one of claims 1 to 4 wherein a<sup>1</sup>-a<sup>2</sup>=a<sup>3</sup>-a<sup>4</sup> represents CH-CH=N-CH.

25

8. An intermediate of formula



the N-oxide forms, the pharmaceutically acceptable addition salts and the stereochemically isomeric forms thereof, wherein

a<sup>1</sup>-a<sup>2</sup>=a<sup>3</sup>-a<sup>4</sup> represents a divalent radical selected from N-CH=CH-CH or N-CH=N-CH;

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Y represents -C<sub>3-9</sub>alkyl-, -C<sub>1-5</sub>alkyl-NR<sup>13</sup>-C<sub>1-5</sub>alkyl-, -C<sub>1-6</sub>alkyl-NH-CO- or -CO-NH-C<sub>1-6</sub>alkyl-;

R<sup>1</sup> represents hydrogen or halo;

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R<sup>2</sup> represents hydrogen, cyano, halo, hydroxycarbonyl-, C<sub>1-4</sub>alkyloxycarbonyl-, Het<sup>16</sup>-carbonyl- or Ar<sup>5</sup>;

R<sup>4</sup> represents hydroxy, C<sub>1-4</sub>alkyloxy-, Ar<sup>4</sup>-C<sub>1-4</sub>alkyloxy or R<sup>4</sup> represents C<sub>1-4</sub>alkyloxy substituted with one or where possible two or more substituents selected from C<sub>1-4</sub>alkyloxy- or Het<sup>2</sup>-;

R<sup>11</sup> represents hydrogen;

R<sup>13</sup> represents Het<sup>14</sup>-C<sub>1-4</sub>alkyl;

Het<sup>2</sup> represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl or pyrrolidinyl wherein said Het<sup>2</sup> is optionally substituted with one or where possible two or more substituents selected from hydroxy, amino or C<sub>1-4</sub>alkyl-;

Het<sup>14</sup> represents morpholinyl;

Het<sup>16</sup> represents a heterocycle selected from morpholinyl or pyrrolidinyl;

Ar<sup>4</sup> represents phenyl;

Ar<sup>5</sup> represents phenyl optionally substituted with cyano.

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9. A kinase inhibitor of formula (I) or formula (XXXI).

10. A compound as claimed in any one of claims 1 to 7 for use as a medicine.

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11. Use of a compound as claimed in any one of claims 1 to 7 in the manufacture of a medicament for treating cell proliferative disorders such as atherosclerosis, restenosis and cancer.

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12. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and, as active ingredient, an effective kinase inhibitory amount of a compound as described in any one of the claims 1 to 7.

13. An intermediate as claimed in claim 8 for use as a medicine.

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14. Use of an intermediate as claimed in claim 8 in the manufacture of a medicament for treating cell proliferative disorders such as atherosclerosis, restenosis and cancer.

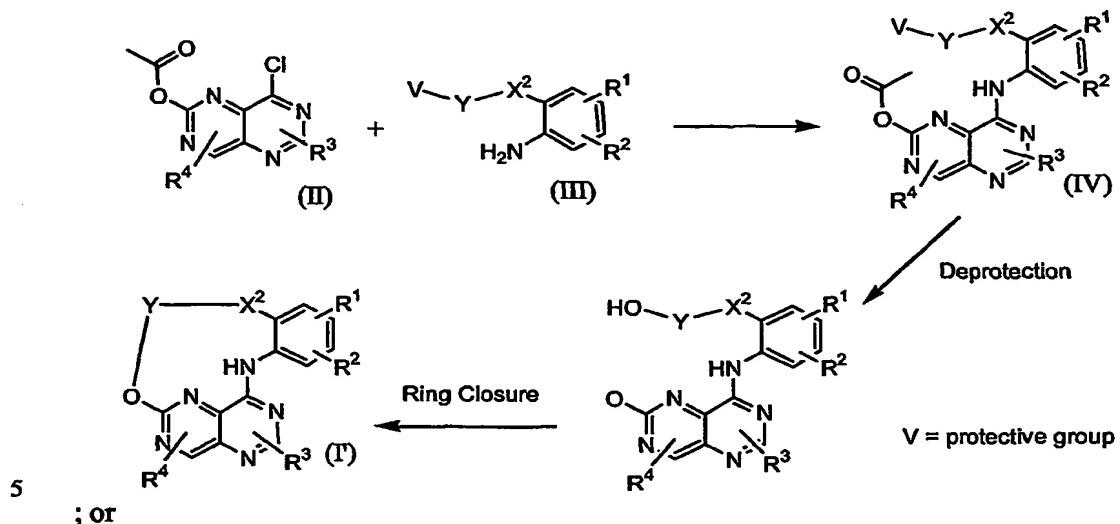
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15. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and, as active ingredient, an effective kinase inhibitory amount of an intermediate as claimed in claim 6.

16. A process for preparing a compound as claimed in claims 1 to 7, comprising;

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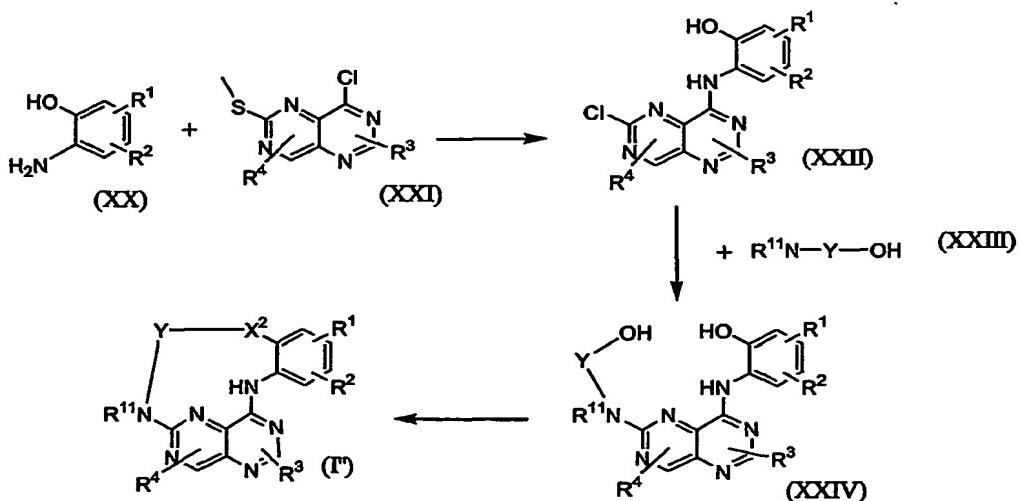
a) coupling 2-acetoxy-8-chloropyrimido[5,4-d]pyrimidine derivatives (II) with suitable substituted anilines (III), to furnish the intermediates of formula (IV), and deprotecting the intermediates of formula (IV) followed by ring closure under suitable conditions.



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; or

b) coupling the known 8-chloro-2(methylthio)-pyrimido[5,4-d]pyrimidine with 2-aminophenol derivatives of formula (XXI), yielding the intermediate compounds of formula (XXII). Next, the pyrido[3,2-d]pyrimidine of formula (XXII) is aminated using an aminated alcohol (XXIII) under art known conditions, followed by ring closure under Mitsunobu conditions to give the target compounds of formula (I'')



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17. A method of treating a cell proliferative disorder, the method comprising administering to an animal in need of such treatment a therapeutically effective amount of a compound as claimed in any one of claims 1 to 7.
- 5      18. A method of treating a cell proliferative disorder, the method comprising administering to an animal in need of such treatment a therapeutically effective amount of an intermediate as claimed in claim 8.